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FORM 5 (10/06) FORM 5. INVOLUNTARY PETITION						
United States Bankruptcy Court						
			INVOLUNTARY PETITION			
Northern District of Illinois - Eastern Division IN RE (Name of Debtor - If Individual: Last, First, Middle)			ALL OTHER NAMES, used by debtor in the last 8 years			
			TIEL GITTLEN	7,11,120, 4000 0, 400107 11, 410 1141 0 ,4220		
3 Point Media - Franklin, L.L.C.						
LAST FOUR DIGITS OF SOC. SEC. NO)/Complete EIN o	r other TAX I.D. NO.	1			
(If more than one, state all.)	on complete 211 · c					
36-4499087						
				7. 1166		
STREET ADDRESS OF DEBTOR (No. and street, city, state, and zip code)			MAILING ADDRESS OF DEBTOR (If different from street address)			
980 N. Michigan Avenue			audicss)			
Suite 1880						
Chicago, Illinois 60611						
Costina	OF DECIDENOE	OD DDINGIDAL	4			
	' OF RESIDENCE OF BUSINESS	OK PRINCIPAL				
Cook	A DCON 1255					
LOCATION OF PRINCIPAL ASSETS O	F BUSINESS DE	BTOR (If Different from	n previously listed	d addresses)		
2025 7- 10000 5						
2835 East 3300 South Salt Lake City, Utah 84109						
Sait Lake City, Utan 84109						
CHAPTER OF BANKRUPTCY CODE U	JNDER WHICH I	PETITION IS FILED				
□ Chapter 7 🗵 Chapter I 1						
	NFORMATION I	REGARDING DEBTO	R (Check application)	able boxes)		
				Tari and a contract of the con		
Nature of Debts (Check one box)		Type of Debtor (Form of Organization)		Nature of Business (Check one box) □ Health Care Business		
(Check one box)		d (Includes Joint Debtor		Single Asset Real Estate as defined in		
Petitioners believe:		ion (Includes LLC and L		11 U.S.C. 101(51)(B)		
Debts are primarily consumer debts	□ Partnersh			□ Railroad		
☑ Debts are primarily business debts		Debtor is not one of the		Stockbroker Section 2		
		s box and state type of e Liability Corporation	ntity below.)	☐ Commodity Broker☐ Clearing Bank		
		Englishing Corporation		☑ Other		
VENUE			FILING 1	FEE (Check one box)		
■ Debtor has been domiciled or has ha principal place of business, or princip		□ Full fee attached				
District for 180 days immediately pr				or or its representative, and the form specified in		
of this petition or for a longer part of			not support creditor of its representative, and the form specifies in step Reform Act of 1994 is attached.			
than in any other District	•			sentative is a petition, and if the petition files the		
_ Abanbanan	likania c <i>E</i> C10 -	form specified in 304(g) of the Bankrup	ncy Reform Act of 1994, no fee is required.]		
 A bankruptcy case concerning the degeneral partner or partnership is pend 	otors arrutate, line in this					
District						
		CY CASE FILED BY				
OR AFFILIATE Name of Debtor	Case Number	OK (Report information	Tor any addition	al cases on attached sheets.) Date		
Name of Dentor	Case Humber			Marc		
Relationship	District		·	Judge		
	ALLEGATIONS			COURT USE ONLY		
(Check applicable boxes)						
 Example 1. Petitioner(s) are eligible to file this petition pursuant to 11 U.S.C. 303(b) The debtor is a person against whom an order for relief may be entered under title 			der title 11 of			
the United States Code.						
3.a. The debtor is generally not paying						
debtors are the subject of a bona fide dispute as to liability or amount;						
Or						
3.b. D Within 120 days preceding the filing of this petition, a custodian, other than a truster receiver, or agent appointed or authorized to take charge of less than substantially all						
the property of the debtor for th						
appointed or took possession	j .					

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OFFICIAL FORM 5 - Involuntary Petition - Page 2 Name of Debtor 3 Point Media - Rranklin, L.L.C. TRANSFER OF CLAIM Check this box if there has been a transfer of any claim against the debtor by or to any patitioner. Attach all documents evidencing the transfer and any statements that are required under Bankruptcy Rule 1003(a). REQUEST FOR RELIEF Petitioner(s) request that an order for relief be entered against the debtor under the chapter of title. 11, United States Code, specified in this petition. If any petitioner is a largin representative appointed in a foreign proceeding, a certified copy of the order of the court granting recognition is attached. Petitioner(a) declare under penalty of periusyrhas the foregoing is true and correct according to the best of their languages, information, and belief.

Chaer operating Signature of Attorney 2/16/07 Signature of Petitioner or Representative (State title) Date Signed Goldberg Kohn Bell Black Resembleom & Mexico Name of Attorney Firm (If any) D.B. Zwirn Special Opportunities Fund, L.P. By: D.B. Zwira Panners, LLC, its General Partner, Address by Zwim Holdings, LLC, its Managing Member Name of Petitioner 55 East Monroe Street, Suite 3700 Chicago, Elinois 60603-5802 Mailing Address of Individual Signing in Attn. Ronald Barliant, Esq. Representative Capacity: Telephone No. (312) 201-4000 c/o D.B. Zwim Special Opportunities Fund, L.P. Schulte Roth & Zabel LLP (co-counsel) 745 Fifth Avenue, 18th Floor Name of Attorney First (If any) New York, New York 10019 919 Third Avenue New York, New York 10022 Atto, Adam C. Harris, Esq. and David M. Hillman, Esq. Telephone No. (212) 756-2000 r#Rcev Petitioner or Representative (State title) Signature of Attorney Date D.B. Zwick Special Opportunities Fund, Lat. Goldberg Kohn Bell Black Rosenbloom & Moritz, Ltd. By: D.B. Zwien & Co., L.P., its Mariager, Name of Attorney Firm (If any) Date Signed by Zwirn Holdings, LLC, its Managing Member Name of Petitioner Mailing Address of Individual Signing in 55 East Monroe Street, Suite 3700 Representative Capacity: Chicago, Illinois 60603-5802 Attn. Rocald Barliant, Esq.

c/o D.B. Zwiru Special Opportunities Fund, Ltd. Telephone No. (312) 201-4000 745 Fifth Avenue, 18th Floor New York, New York 10019 Schulte Roth & Zabel LLP (co-counsel) Name of Attorney Firm (If any)

> New York, New York 10022 Atto. Adam C. Harris, Esq. and David M. Hillman, Esc. Telephone No. (212) 756-2000

919 Third Avenue

PETITIONING CREDITOR CLAIM INFORMATION CONTINUED ON NEXT PAGE

Address

Note: If there are more than three petitioners, attach additional sheets with the statement under penalty of perjusy, each petitioner's signature under the statement and the name of attorney and petitioning creditor information in the former above

Total Amount of Petitioners' Claims

See Attached Additional Peritioning Creditors Sheet

continuation sheets attached

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12. 25. **38.45.** 1.3

OFFICIAL FORM 5 - Involuntary Petition - Page 3		Name of De Case No.	btor 3 Point Media - Franklin, L.L.C.
	PETITIONING	CREDITORS CONTINUED	
PETITIONING Petitioner(s) declare under penalty of perjury that the foregoing is true and correct according to the sest of their knowledge, information, and belief. X Signature of Petitioner or Representative (State title) Date Signed Rortress Credit Opportunities 1 LP, By Fortress Credit Opportunities 1 GP LLC, its General Partner Name of Petitioner Mailing Address of ladividual Signing in Representative Capacity: c/o Fortress Credit Opportunities I LP 1345 Avenue of the Americas New York, New York 10105		X Signature of Attorney Goldberg Koha Bell Black Ro Name of Attorney Firm (If any) Address 55 East Monroe S Chicago, Illinois 6 Atta. Romald Barli Telephone No. (312) 201-400 Schulte Roth & Zabel LLP (ec Name of Attorney Firm (If any) Address 919 Third Avenue New York, New Y	Defe Signed ares, Suite 3700 0603-5802 isnt. Ess. 0 -counsel) cork 10022 ris, Ess. and David M. Hillman, Esg.
Name and Address of Petitioner D.B. Zwim Special Opportunities Fund, L.P. 745 Fifth Avenue, 18th Ploor New York, New York 10019	Nature of Claim Past due debt due und Financing Agreement among the Debtor and therein as borrowers, time to time party the Special Opportunities Highbridge/Zwirm Spe	ccial Opportunities Fund, L.P.).	Amount of Claim Not less than the principal amount of \$8,592,764.08, plus interest, fees, and expenses, of which a portion is unsecured pursuant to section 506(a) of the United States Code
Name and Address of Petitioner D.B. Zwirn Special Opportunities Fund, Ltd. 745 Fifth Avenue, 18th Floor New York, New York 10019 Name and Address of Petitioner	Financing Agreement, among the Debtor and therein as horrowers, t time to time party ther Special Opportunities	er Amended and Restated, dated as of July 31, 2003, octain of its affiliates named he financial institutions from eto as lenders and D.B. Zwirn Fund, L.P. (Ilk/a cial Opportunities Fund, L.P.),	Amount of Claim Not less than the principal amount of \$13,435,306.99, plus interest, fees, and expenses, of which a portion is unsecured pursuant to section 506(a) of title 11 of the United States Code
Fortress Credit Opportunities 1 LP 1345 Avenue of the Americas New York, New York 10105	Past due debt due unde Financing Agreement, among the Debtor and therein as borrowers, it time to time party then Special Opportunities	cial Occortunities Fund. L.P.1	Amount of Claim Not less than the principal amount of \$11,006,214.19, plus interest, fees, and expenses, of which a portion is unsecured pursuant to section 506(a) of title !! of the United States Code
	REDITOR CLAIM IN	FORMATION CONTINUED O	N NEXT PAGE
Note: If there are more than three petitioners, attach addi perjury, each petitioner's signature under the statement at information in the format above.	itional sheets with the st nd the name of attorney	atement under penalty of and petitioning creditor	Total Amount of Petitioners' Claims See Attached Additional Petitioning Creditors Sheet

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OFFICIAL FORM 5 - Involuntary Petition - Page 4	· · · · · · · · · · · · · · · · · · ·	Name of De Case No.	btor 3 Point Medie - Franklin, L.L.C
A	DDITIONAL PI	ETITIONING CREDIT	
Petitloner(s) request that an order for relief be entere- foreign representative appointed is a foreign proceed	of seainst the debtor und	UEST FOR RELIEF ier the chapter of title 11. United St the order of the court granting men	ates Code, specified in this petition. If any petitioner is a
X Signature of Petitioner or Representative (State title) Date Signed Fortress Credit Opportunities II LP, By Fortress Credit Opportunities II GP LLC, its General Partner Name of Petitioner Mailting Address of Individual Signing in Representative Capacity: c/o Fortress Credit Opportunities II LP 1345 Avenue of the Americas New York, New York 10105		X Signature of Attorney Signature of Attorney ColdBarg Kohn Bell Black Rosenbloom & Moritz, Ltd. B/BB/DY Name of Attorney Firm (If any) Date Signed Address	
		Telephone No. (212) 756-2000)
Name and Address of Petitioner Portress Credit Opportunities II LP 1345 Avenue of the Americas New York, New York 10105	Nature of Claim Past due debt due un Financing Agreemen among the Debtor an therein as borrowers, time to tirtle party the Special Opportunities	pecial Opportunities Fund, L.P.),	Amount of Claim Not less than the principal amount of \$5,115,213.18 plus interest, fees, and expenses, of which a portion is ansecured pursuant to section 506(a) of title 11 of the United States Code
Total Amount of P		titioners' Claims	Not less than the principal amount of \$38,149,498,44, plus interest, fees, and expenses, of which not less than \$12,300 is ansecured pursuant to section 506(a) of title 11 of the 15 interest.